

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TENNESSEE**

JESSICA JONES, MICHELLE VELOTTA, and
CHRISTINA LORENZEN, on behalf of themselves
and all others similarly situated

Plaintiffs,

v.

Varsity Brands, LLC, Varsity Spirit,
LLC, Varsity Spirit Fashion & Supplies,
LLC, U.S. All Star Federation, Inc., Jeff
Webb, Charlesbank Capital Partners
LLC, and Bain Capital Private Equity

Defendants.

Civ. Action No. 2:20-cv-02892-SHL

DEFENDANT U.S. ALL STAR FEDERATION, INC.’S MOTION TO DISMISS

Defendant U.S. All Star Federation, Inc (“USASF”), through its undersigned counsel, and pursuant to Fed. R. Civ. P. 12(b)(6), hereby moves this Court to dismiss all claims asserted in Plaintiffs’ Complaint against USASF with prejudice for failure to state a claim upon which relief can be granted. Specifically, Plaintiffs fail to plead a Section 2 claim in Count One or any claim in Counts Three, Four, Five, and Six against USASF because these claims focus on alleged wrongful conduct by Varsity and to not appear to apply to USASF. Plaintiffs also fail to state a plausible claim against USASF for conspiracy to restrain trade under Section 1 of the Sherman Act in Count One and fail to state a plausible claim against USASF under the Tennessee Trade Practices Act in Count Two, as this Act does not apply to intangible services or transactions that lack a substantial relationship to Tennessee. To the extent Counts Three and Four are even construed as being brought against USASF, these Counts have numerous additional pleading

deficiencies. The grounds for this Motion are set forth in more detail in USASF's Memorandum of Law in Support submitted contemporaneously herewith.

Pursuant to Local Rule 7.2(d), movant requests oral argument because it believes it will assist the Court in understanding the motion and the attendant issues and to answer any questions the Court may have.

WHEREFORE, for the reasons set forth in USASF's Memorandum of Law in Support, USASF respectfully requests that all claims asserted in Plaintiffs' Complaint against USASF be dismissed with prejudice.

March 12, 2021

Respectfully submitted,

s/ Nicole D. Berkowitz

Grady Garrison (TN #008097)

Nicole D. Berkowitz (TN #35046)

BAKER, DONELSON, BEARMAN, CALDWELL &
BERKOWITZ

165 Madison Avenue, Suite 2000

Memphis, TN 38103

Phone: (901) 526-2000

Fax: (901) 577-0866

ggarrison@bakerdonelson.com

nberkowitz@bakerdonelson.com

Attorneys for U.S. All Star Federation, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of March, 2021, the foregoing was served on the Plaintiffs via the Court's Electronic Filing System and/or by emailing a true and exact copy to the following counsel of record:

Joseph R. Saveri, Esq.

Elissa Amlin Buchanan, Esq.

Kevin Rayhill, Esq.

Steven N. Williams, Esq.

Anne-Patrice Harris, Esq.

JOSEPH SAVERI LAW FIRM, INC.

Van Davis Turner, Jr., Esq.

BRUCE TURNER, PLLC

2650 Thousand Oaks Boulevard Suite 2325

Memphis, TN 38118

Email: vturner@bruceturnerlaw.net

601 California St., Suite 1000
San Francisco, CA 94108
Email: jsaveri@saverilawfirm.com
Email: eabuchanan@saverilawfirm.com
Email: krayhill@saverilawfirm.com
Email: swilliams@saverilawfirm.com
Email: aharris@saverilawfirm.com

Richard Paul, III
Sean R. Cooper
PAUL LLP
601 Walnut Street, Suite 300
Kansas City, MO 64106
Email: Rick@paulllp.com
Email: sean@paulllp.com

Counsel for Plaintiffs

George Cary, Esq.
Steven Kaiser, Esq.
Alexis Collins, Esq.
Mark W. Nelson, Esq.
CLEARY GOTTlieb STEEN &
HAMILTON LLP
2112 Pennsylvania Avenue, NW Suite 1000
Washington, DC 20037
Email: gcary@cgsh.com
Email: skaiser@cgsh.com
Email: alcollins@cgsh.com
Email: mnelson@cgsh.com

Adam S. Baldrige, Esq.
Matthew S. Mulqueen, Esq.
BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.
165 Madison Avenue, Suite 2000
Memphis, TN 38103
Email: abaldrige@bakerdonelson.com
Email: mmulqueen@bakerdonelson.com

*Counsel for Defendants Varsity Brands, LLC,
Varsity Spirit, LLC, Varsity Spirit Fashions &
Supplies, LLC, Charlesbank Capital Partners
LLC and Bain Capital Private Equity*

Paul Coggins, Esq.

Brendan Patrick Gaffney, Esq.
LOCKE LORD LLP
2200 Ross Avenue, Suite 2800
Dallas, TX 75201
Email: pcoggins@lockelord.com
Email: bgaffney@lockelord.com

Counsel for Defendant Jeff Webb

/s/ Nicole D. Berkowitz